



RESTRICT 2007071322  
9 PGS

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Zoning Case No C14-06-0121

**RESTRICTIVE COVENANT**

OWNER RREEF Domain L P , a Texas limited partnership  
OWNER RREEF Domain II L P , a Texas limited partnership  
ADDRESS 221 West 6<sup>th</sup> Street, Suite 1300, Austin Texas 78701  
CONSIDERATION Ten and No/100 Dollars (\$10 00) and other good and valuable consideration paid by the City of Austin to the Owner, the receipt and sufficiency of which is acknowledged  
PROPERTY Lot 2, Block A, Domain Section 2 Subdivision, according to the plat recorded as Document No 200300333 and Lot 3, Block A, Multek Subdivision according to the plat recorded as Document No 200400090, both in the Official Public Records, Travis County, Texas, and  
Lots 1-B 1 C, 1 D and 1 E, Block A, Resubdivision of Lot 1, Block A, Domain Section 2 Subdivision according to the plat or record in Document No 200600294, Official Public Records, Travis County, Texas

WHEREAS, the Owners of the Property and the City of Austin have agreed that the Property should be impressed with certain covenants and restrictions,

NOW, THEREFORE it is declared that the Owners of the Property, for the consideration, shall hold, sell and convey the Property, subject to the following covenants and restrictions impressed upon the Property by this restrictive covenant These covenants and restrictions shall run with the land, and shall be binding on the Owners of the Property, its heirs, successors, and assigns

- 1 A site plan or building permit for the Property may not be approved, released or issued, if the completed development or uses of the Property considered cumulatively with all existing or previously authorized development and uses generate traffic that exceeds the total traffic generation for the Property specified in that certain Traffic Impact Analysis (the TIA ) prepared by HDR/WHM Transportation Engineering dated December 2006, or as amended and approved by the Director of the Watershed Protection and Development Review Department, or its successor department, of the City of Austin All development on the Property is subject to the recommendations contained in the memorandum from the Transportation Review Section of the Watershed Protection and Development Review Department, dated January 24 2007 The TIA shall be kept on file at the Watershed Protection and Development Review Department, or its successor department of the City of Austin
- 2 At the time an application for approval of the site plan for the first phase of the development of the Property is submitted to the Watershed Protection and Development Review Department or its successor for development of the Property, or any portion of

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the Property, an Integrated Pest Management Plan (the IPM Plan ) shall be submitted to the Watershed Protection and Development Review Department, or its successor department, for review and approval. The IPM Plan shall comply with the guidelines in Section 1692 (D) and (F) of the Environmental Criteria Manual that are in effect on the date of this restrictive covenant.

- 3 All new residential and commercial buildings shall comply with one of the following standards:

- a a minimum of the two star rating under the Austin Energy Green Building Program in effect on April 12, 2007, or

- b a minimum of the LEED Silver Certification for Core and Shell for residential and office development or LEED certification for retail development under the LEED program provided however all buildings certified under the LEED system must, at a minimum, require an increase in energy efficiency to 14% above ASHRAE 90.1 – 2004 User's Manual.

- 4 A licensed engineer or architect chosen by the Owner shall implement the following studies:

- a Bioswale Study: A study analyzing the environmental benefits, risks, and methodology of direct infiltration of stormwater run-off into the subsurface,

- b Rainwater Harvesting Study: A study analyzing the environmental benefits, methodology, and economic impact of the capture and re-use of rainwater,

- c Adaptive Re-use of Building Materials Study: A study analyzing the environmental benefits, risks, methodology, and economic impact of the re-use of building materials from Building 60, an approximately 460,000 square foot building on the site that is to be razed. The location of Building 60 is described and shown in Exhibit A attached and incorporated into this covenant, and

- d Blowdown Study: A study analyzing the environmental benefits, risks, methodology, and economic impact of the capture and re-use of the blowdown water from the Austin Energy central utility chiller plant located on the site (versus disposal of the water via the sanitary sewer system).

Owner shall meet and share the findings of the studies with the environmental staff of the Watershed Protection and Development Review Department. Owner shall incorporate into development of the site the recommendations of the studies that both City staff and Owner agree are practical.

- 5 Upon redevelopment of a minimum of 80 acres, the Owner shall

- a provide a cistern or cisterns or other structures capable of capturing a minimum of 75,000 gallons of rainwater or
  - b provide bioswales capable of causing an equivalent amount of rainwater to be retained on-site, or
  - c a combination of both alternatives which achieves the same effect
- 5 High albedo roofing material shall be used on roofs for the project
- 6 Landscaping for all water quality ponds, including the existing on site pond shall comply with the landscaping requirements according to City Code
- 7 Parks Parkland Dedication requirements shall be satisfied as follows
  - a Nine acres of private parks shall be provided by the Owner within the development
  - b A minimum of one mile of hike and bike trails shall be provided by the Owner. The trail systems shall connect to area bike routes and hike and bike trails existing at the time of such construction
  - c Owner will spend a minimum of \$4,000,000 for park infrastructure and other recreational facilities (excluding the hike and bike trail system)
  - d The parks and hike and bike trails shall be open to the public subject to Owner's obligation to maintain the parks and trail systems and Owner's right to maintain adequate security and to conduct private events and
  - e Owner will satisfy the requirements of a through c above on or before the earlier of i) the date that is five years from the effective date of the zoning ordinance or ii) the date that is one year after the site development permit(s) has been issued for a minimum of 3,000 residential units (including condominium residential, townhouse residential, and multifamily residential)
  - f Owner shall provide a minimum of two additional pocket parks totaling at least 0.5 of an acre each pocket park to be located within 0.5 miles from residential units
- 7 If any person or entity shall violate or attempt to violate this agreement and covenant, it shall be lawful for the City of Austin to prosecute proceedings at law or in equity against such person or entity violating or attempting to violate such agreement or covenant, to prevent the person or entity from such actions, and to collect damages for such actions

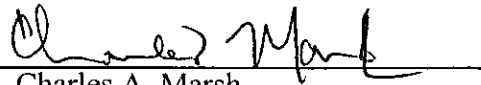
- 8 If any part of this agreement or covenant is declared invalid, by judgment or court order, the same shall in no way affect any of the other provisions of this agreement, and such remaining portion of this agreement shall remain in full effect
- 9 If at any time the City of Austin fails to enforce this agreement whether or not any violations of it are known, such failure shall not constitute a waiver or estoppel of the right to enforce it
- 10 This agreement may be modified, amended, or terminated only by joint action of both (a) a majority of the members of the City Council of the City of Austin, and (b) by the owner(s) of the Property subject to the modification, amendment or termination at the time of such modification amendment or termination

EXECUTED this the 12<sup>th</sup> day of April 2007

**OWNERS**


**RREEF DOMAIN L P ,  
a Texas limited partnership**

By RREEF America REIT III Corp W,  
a Maryland corporation,  
its General Partner


By   
Charles A Marsh  
Assistant Vice President

**RREEF DOMAIN II L P ,  
a Texas limited partnership**

By RREEF America REIT III Corp X,  
a Maryland corporation  
its General Partner

By   
Charles A Marsh  
Assistant Vice President

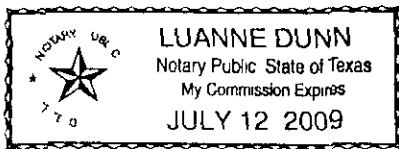
APPROVED AS TO FORM

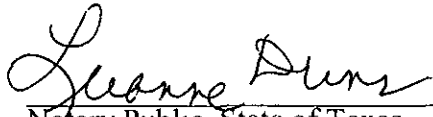
  
Assistant City Attorney  
City of Austin

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 12<sup>th</sup> day of April, 2007, by Charles A Marsh Assistant Vice President of RREEF America REIT III Corp W,, a Maryland corporation, General Partner of RREEF Domain, L P a Texas limited partnership, on behalf of corporation and the limited partnership

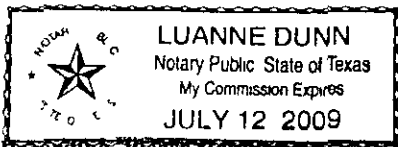


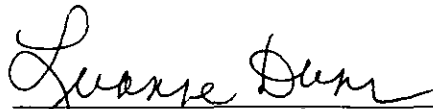
  
Notary Public State of Texas

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 12<sup>th</sup> day of April, 2007, by Charles A Marsh, Assistant Vice President of RREEF America REIT III Corp X, a Maryland corporation, General Partner of RREEF Domain II, L P , a Texas limited partnership, on behalf of corporation and the limited partnership



  
Notary Public, State of Texas

After Recording Please Return to  
City of Austin  
Department of Law  
P O Box 1088  
Austin, Texas 78767  
Attention Diana Minter Paralegal

4 195 ACRES  
ENDEAVOR-DOMAIN  
BUILDING 60

EXHIBIT A

FN NO 07-186(MM)  
APRIL 4 2007  
BPI JOB NO 1000-92

### DESCRIPTION

OF A 4 195 ACRE TRACT OF LAND, SITUATED IN THE CITY OF AUSTIN, TRAVIS COUNTY TEXAS BEING A PORTION OF LOT 3, BLOCK "A" MULTEK SUBDIVISION OF RECORD IN DOCUMENT NO 200400090 OF THE OFFICIAL PUBLIC RECORDS OF TRAVIS COUNTY, TEXAS SAID 4 195 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS

**COMMENCING**, at a PK nail found in the northerly line of Braker Lane (R O W varies), being the southwesterly corner of Lot 1, Block A Domain Section 1 Subdivision of record in Document No 200100336 of said Official Public Records same being the southeasterly corner of said Lot 3 Block A ,

**THENCE**, leaving the northerly line of Braker Lane, along a portion of the easterly line of said Lot 3, Block A being the westerly and a portion of the northerly line of said Lot 1, Block "A", the following two (2) courses and distances

- 1) N17°46'50"E a distance of 1038 58 feet to a 1/2 inch iron rod found at the northwesterly corner of said Lot 1, Block "A" for a point
- 2) S72°12'26"E a distance of 299 87 feet to a point,

**THENCE**, N17°47'34'E leaving the northerly line of said Lot 1 Block 'A' over and across said Lot 3 Block "A" a distance of 19 11 feet to the **POINT OF BEGINNING** and southeasterly corner hereof

**THENCE**, continuing over and across said Lot 3, Block "A", along the outer lines of Building No 60 a three-story, tilt-wall structure for the southerly westerly northerly and easterly lines hereof, the following six (6) courses and distances


- 1) N72°12'07"W, a distance of 291 76 feet to the southwesterly corner hereof,
- 2) N17°47'53'E, a distance of 531 66 feet to an angle point
- 3) S72°12'07"E, a distance of 71 81 feet to an angle point,
- 4) N17°47'53"E, a distance of 125 58 feet to the northwesterly corner hereof,
- 5) S72°12'07"E, a distance of 219 95 feet to the northeasterly corner hereof,

FN NO 07-186(MM)  
APRIL 4 2007  
PAGE 2 of 2

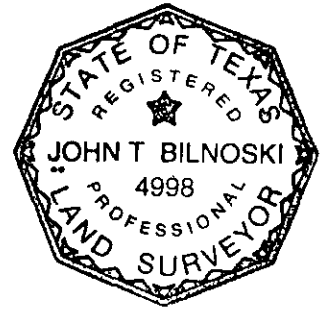
- 6) S17°47'53 W, a distance of 657.24 feet to the **POINT OF BEGINNING** containing an area of 4.195 acres (182,739 sq ft) of land more or less, within these metes and bounds

**BEARING BASIS** REFERENCED TO THE TEXAS STATE PLANE COORDINATE SYSTEM CENTRAL ZONE BASED ON PUBLISHED NAD 83/93 HARN VALUES FOR THE CITY OF AUSTIN MONUMENTATION NETWORK

BURY & PARTNERS INC  
ENGINEERING SOLUTIONS  
221 WEST SIXTH STREET  
SUITE 200  
AUSTIN TEXAS 78701

  
\_\_\_\_\_  
JOHN T BILNOSKI  
R P L S NO 4998  
STATE OF TEXAS

4/4/07  
\_\_\_\_\_  
DATE



**MOPAC EXPRESSWAY NORTH**  
(ROW VARIES)

LOT 2 BLOCK A  
DOMAIN SECTION 2  
SUBDIVISION  
DOC NO 200300333

LOT 3 BLOCK A  
DOMAIN SECTION 2  
SUBDIVISION  
DOC NO 200300333

**4 195 AC  
BUILDING 60  
3-STORY TILT WALL  
WITH BASEMENT**

LOT 2  
BLK A

LOT 3  
BLK A  
**POB**

MULTEK SUBDIVISION  
DOC NO 200400090

LOT 1  
BLK A

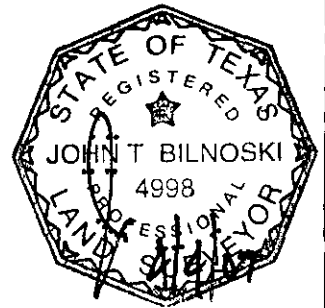
LOT 1 BLOCK A  
DOMAIN SECTION 1  
SUBDIVISION  
DOC NO 200100336

**POC**

**BRAKER LANE**

THE UNIVERSITY OF TEXAS  
VOL 994 PG 337

0 300 600 900 1200  
1" = 600'



RESUBDIVISION  
OF LOT 1  
BLOCK A  
DOMAIN  
SECTION 2  
SUBDIVISION  
DOC NO  
200600294

**BURNET ROAD**

1-E

1-D

1-C

1-B

1-A

**Bury+Partners**  
ENGINEERING SOLUTIONS  
221 West Sixth Street Suite 600  
Austin Texas 78701  
Tel (512)328 0011 Fax (512)328-0325  
Bury+Partners Inc ©Copyright 2007

**SKETCH TO ACCOMPANY DESCRIPTION**

OF THAT CERTAIN 4 195 ACRE TRACT OF LAND BEING A  
PORTION OF LOT 3 BLOCK A MULTEK SUBDIVISION OF  
RECORD IN DOCUMENT NO 200400090 OF THE OFFICIAL  
PUBLIC RECORDS OF TRAVIS COUNTY TEXAS SITUATED IN  
THE CITY OF AUSTIN TRAVIS COUNTY TEXAS

**ENDEAVOR REAL  
ESTATE GROUP**



FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

*Dana DeBeauvoir*

2007 Apr 20 02 26 PM 2007071322

BENAVIDESV \$48 00

DANA DEBEAUVOIR COUNTY CLERK

TRAVIS COUNTY TEXAS

*Recorders Memorandum At the time of recordation  
this instrument was found to be inadequate for the best  
reproduction because of illegibility carbon or  
photocopy discolored paper etc All blockouts  
additions and changes were present at the time the  
instrument was filed and recorded*